

RECORDATION NO. 27170-A  
FILED

SEP 25 '07 -2 00 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

September 25, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease (Equipment Schedule No. 37), dated as of September 21, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 27170.

The names and addresses of the parties to the enclosed document are:

Lessor: RBS Asset Finance, Inc.  
71 S. Wacker Drive, 28<sup>th</sup> Floor  
Chicago, IL 60606

Lessee: BNSF Railway Company  
2500 Lou Menk Drive  
Fort Worth, TX 76131

**-Mr. Vernon A. Williams  
September 25, 2007  
Page 2**

**A description of the railroad equipment covered by the enclosed document is:**

**20 flat cars within the series BNSF 927109 – BNSF 927145 as more particularly set forth in the equipment schedule attached to the document.**

**A short summary of the document to appear in the index is:**

**Memorandum of Lease.**

**Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.**

**Kindly return stamped copies of the enclosed document to the undersigned.**

**Very truly yours,**

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

**Robert W. Alvord**

**RWA/sem  
Enclosures**

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MEMORANDUM OF LEASE

(Equipment Schedule No. 037)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is entered into as of September 21, 2007, by and between RBS Asset Finance, Inc., a New York corporation having its principal place of business at 71 S. Wacker Drive, 28<sup>th</sup> Floor, Chicago, IL 60606 ("Lessor") and BNSF Railway Company, a Delaware corporation having its principal place of business at 2500 Lou Menk Drive, Fort Worth, TX 76131 ("Lessee").

1. Lessor and Lessee have entered into Equipment Schedule No. 037 having an effective date of May 1, 2007 issued pursuant to a Master Lease Agreement No. 98 dated as of August 31, 2006 pursuant to which Equipment Schedule No. 037 Lessor will lease the railcars described on Exhibit A to Lessee for an initial term of 84 months commencing as of May 1, 2007.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

Signed and acknowledged  
in the presence of:

Kei Albert  
James Melancon

RBS ASSET FINANCE, INC.,  
Lessor

By Tanya Finn

Name Tanya Finn  
Senior Vice President

Title \_\_\_\_\_

Signed and acknowledged

Tom Bailey  
Claudia Vidal

BNSF RAILWAY COMPANY,  
Lessee

By Tom Bailey

Name TOM BAILEY

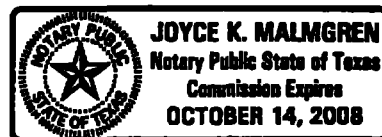
Title DIRECTOR - FINANCE

State of Texas )  
 ) ss:  
County of Tarrant )

BEFORE ME, a Notary Public in and for said County and State, personally appeared BNSF Railway Company, a Delaware corporation (the "Corporation"), by Todd Bailey, its Director - Finance, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Ft Worth, TEXAS, this 21<sup>st</sup> day of September, 2007.

Joyce K. Malmgren  
Notary Public



State of Illinois )  
 ) ss:  
County of Cook )

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Tanya Finn, its Senior Vice President, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 21<sup>st</sup> day of September, 2007.

Misty Watte  
Notary Public



**EXHIBIT A**

**Twenty TTX Flat Cars with the following marks and numbers:**

**BNSF927109  
BNSF927115  
BNSF927121  
BNSF927129  
BNSF927130  
BNSF927131  
BNSF927132  
BNSF927133  
BNSF927134  
BNSF927135  
BNSF927136  
BNSF927137  
BNSF927138  
BNSF927139  
BNSF927140  
BNSF927141  
BNSF927142  
BNSF927143  
BNSF927144  
BNSF927145**